



**BYLAWS
OF
THE FREMONT CHAMBER OF COMMERCE**

The FREMONT CHAMBER OF COMMERCE is a non-profit corporation organized under the Washington Non-profit Corporations Act (RCW 24.03), as a chamber of commerce subject to S 501(c)(6) of the U.S. Internal Revenue Code.

Article One: Membership

Section 1: The membership of the FREMONT CHAMBER OF COMMERCE will consist of Paid Members. An up to date, paid membership includes the right to vote on issues and board members.

Section 2: Any member can be removed by a two-thirds (2/3) vote of the members at any regular or special meeting Notice and reasons of a proposed removal, will be given to all members at least twenty (20) days prior to the meeting where the removal will be voted upon.

Section 3: The annual meeting of the membership of the FREMONT CHAMBER OF COMMERCE will be held each December on a date chosen by the Board of Directors ("Board"). Notice of the date of the annual meeting will be sent to the member via their email address on file at least twenty (20) days before the date of the annual meeting.

Section 4: Regular monthly meetings of the membership will be held on the third Wednesday of each month or on such other day as is determined by the Board.

Section 5: Special meetings of the membership may be called from time to time at the discretion of the Board.

Section 6: At any meeting of the membership, ten percent (10%) of the members present in person will constitute a quorum. Each member present will be entitled to one vote.

Article Two: Board of Directors

Section 1: The business and property of the FREMONT CHAMBER OF COMMERCE will be managed by a board of at least five (5) directors.

Section 2: The Board will determine the number of directors to be elected at the annual meeting. A nominating committee will submit a list of nominees to the Board. A ballot with a list of the nominees will be submitted to all members via the email address on file at least twenty (20) days before the date of the annual meeting. The ballots will be tallied by the Board Secretary and the results shall be announced at the annual meeting.



Section 3: A separate vote is not necessary for each director, and a list of candidates will be submitted by the nominating committee to the membership for their approval. If more candidates are submitted than there are open positions, the vote for each candidate will be taken separately and the candidates receiving the highest number of votes cast will be declared elected.

Section 4: Each director will serve a three (3) year term beginning at the first regular meeting of the membership after the election.

Section 5: Each director will possess one vote in matters coming before the Board. All voting at meetings of the Board will be by each member in person and voting by proxy will not be allowed.

Section 6: Any director can be removed from office by a two-thirds (2/3) vote of the membership at any regular or special meeting of the membership. Notice and reasoning of the proposed removal of a director, must be given to such director and the membership prior to the date of the meeting where removal will be voted upon.

Section 7: Unexcused absence from two (2) consecutive meetings of the Board will be due cause for removal of a director.

Section 8: Any vacancy occurring on the Board by reason of death, resignation, or removal of a director will be filled by the remaining Board members. Such appointee will serve during the unexpired term of the director whose position has become vacant.

Section 9: Within a reasonable time after their election, the Board will elect from their number the following officers:

President
Vice President
Secretary
Treasurer

All such officers will be officers of the corporation.

Section 10: Any officer may be removed from office by a two-third (2/3) vote of the Board at any regular or special meeting of the Board. Notice and reasoning of the proposed removal of an officer, must be given to such officer and the membership prior to the date of the meeting where removal will be voted upon.

Section 11: The Board can add new members to the Board at any time during the year. These appointed directors will run for a full-term of three (3) years at the next election.



Article Three: Duties of Officers

Section 1: President. The President of the Board will supervise all activities; execute all instruments in its behalf with one other officer's signature on all correspondence, making the attempt to secure a signature from a Vice President first before getting one from the Secretary or Treasurer; preside at all meetings of the Board and of the membership as deemed necessary, other than the annual meeting of the membership; and perform such other duties usually inherent in such office.

Section 2: Vice President/Operations: The Vice President/Operations will act for the President in his/her absence and perform such other acts as the President may direct.

Section 5: Secretary. The Secretary of the Board will keep all records of the Board and perform such other acts as the President may direct.

Section 6: Treasurer. The Treasurer will receive and be accountable for all funds; pay all obligations incurred when payment is authorized by the Board; maintain bank accounts in depositories designated by the Board; and render periodic financial reports.

Article Four: Amendments

These Bylaws may be amended by a majority vote of the membership at any meeting duly called thereof. Notice of the proposed amendments will be given to the members via the email address on file at least twenty (20) days before the meeting at which the amendments are to be considered.

*Revised and amended 12/05/18

Adopted: January 29, 1992*

Membership Cost updated 10/15/08 and again 8/26/15

*Revised from original 1982 Bylaws

*Revised from amended 1/4/89 Bylaws

*Revised from amended 12/27/89 Bylaws

*Revised from amended 1/29/92 Bylaws